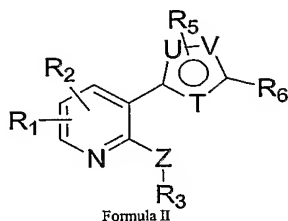


# Claims

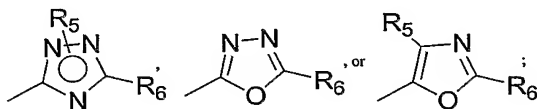
What is claimed is:

1. A compound having Formula II:



- 5 or pharmaceutically acceptable salts, stereoisomers, hydrates or pro-drugs thereof, wherein,

the ring formed by T, U, V is



Z is O, S, nitro, or NR<sub>4</sub>;

- 10 R<sub>1</sub>, R<sub>2</sub>, or R<sub>5</sub> each independently is:

- 1) hydrogen, hydroxyl, halo, nitro, or cyano;
- 2) C<sub>1</sub>-C<sub>8</sub> alkyl;
- 3) C<sub>2</sub>-C<sub>8</sub> alkenyl;
- 4) C<sub>2</sub>-C<sub>8</sub> alkynyl;
- 15 5) C<sub>1</sub>-C<sub>8</sub> alkoxy;
- 6) C<sub>3</sub>-C<sub>8</sub> cycloalkyl or heterocyclyl;
- 7) C<sub>4</sub>-C<sub>8</sub> cycloalkylalkyl or heterocyclylalkyl;
- 8) C<sub>3</sub>-C<sub>10</sub> aryl;
- 9) C<sub>5</sub>-C<sub>10</sub> aralkyl;
- 20 10) C<sub>6</sub>-C<sub>10</sub> aryloxy;
- 11) NH<sub>2</sub>, NHR<sub>7</sub>, or NR<sub>7</sub>R<sub>7</sub>; or
- 12) -SO<sub>2</sub>R<sub>7</sub>,

- wherein R<sub>7</sub> is independently H, hydroxyl, halo, C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with at least one R<sub>10</sub>, C<sub>1</sub>-C<sub>6</sub> alkoxy optionally substituted with at least one R<sub>10</sub>, C<sub>3</sub>-C<sub>8</sub> cycloalkyl optionally substituted with at least one R<sub>10</sub>, C<sub>4</sub>-C<sub>8</sub> heterocycloalkyl optionally substituted with at least one R<sub>10</sub>, C<sub>3</sub>-C<sub>10</sub> aryl optionally substituted with at least one R<sub>10</sub>, NH<sub>2</sub>, NHR<sub>10</sub>, NR<sub>10</sub>R<sub>10</sub>, or SO<sub>2</sub>R<sub>10</sub>, wherein R<sub>10</sub> is independently halo, cyano, nitro, C<sub>1</sub>-C<sub>4</sub>
- 25

alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, or NH<sub>2</sub>; optionally, R<sub>1</sub> and R<sub>2</sub> taken together form a ring structure including cycloalkyl, heterocyclyl, or aryl ring;

R<sub>3</sub> is:

- 1) hydrogen;
- 5 2) C<sub>1</sub>-C<sub>8</sub> alkyl;
- 3) C<sub>2</sub>-C<sub>8</sub> alkenyl;
- 4) C<sub>2</sub>-C<sub>8</sub> alkynyl;
- 5) C<sub>1</sub>-C<sub>8</sub> alkoxy;
- 6) C<sub>3</sub>-C<sub>10</sub> cycloalkyl or heterocyclyl;
- 10 7) C<sub>4</sub>-C<sub>10</sub> cycloalkylalkyl or heterocyclalkyl;
- 8) C<sub>3</sub>-C<sub>10</sub> aryl;
- 9) C<sub>4</sub>-C<sub>10</sub> aralkyl;
- 10) carbonyl; or
- 11) -SO<sub>2</sub>R<sub>8</sub>, -CO<sub>2</sub>R<sub>8</sub>, -SR<sub>8</sub>, or -SOR<sub>8</sub>;

- 15 wherein R<sub>8</sub> is independently H, halo, cyano, nitro, C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with at least one R<sub>11</sub>, C<sub>1</sub>-C<sub>4</sub> alkoxy optionally substituted with at least one R<sub>11</sub>, C<sub>3</sub>-C<sub>8</sub> cycloalkyl optionally substituted with at least one R<sub>11</sub>, C<sub>3</sub>-C<sub>8</sub> heterocyclyl optionally substituted with at least one R<sub>11</sub>, C<sub>6</sub>-C<sub>10</sub> aryl optionally substituted with at least one R<sub>11</sub>, C<sub>6</sub>-C<sub>10</sub> aralkyl optionally substituted with at least one R<sub>11</sub>, NH<sub>2</sub>, NHR<sub>11</sub>,  
20 NR<sub>11</sub>R<sub>11</sub>, or SO<sub>2</sub>R<sub>11</sub>, wherein R<sub>11</sub> is independently halo, cyano, nitro, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>3</sub>-C<sub>8</sub> aralkyl, C<sub>3</sub>-C<sub>8</sub> heterocyclyl, or NH<sub>2</sub>,

R<sub>4</sub> is:

- 1) hydrogen;
- 2) C<sub>1</sub>-C<sub>8</sub> alkyl;
- 25 3) C<sub>2</sub>-C<sub>8</sub> alkenyl;
- 4) C<sub>2</sub>-C<sub>8</sub> alkynyl;
- 5) C<sub>3</sub>-C<sub>8</sub> cycloalkyl or heterocyclyl;
- 6) C<sub>4</sub>-C<sub>8</sub> cycloalkylalkyl or heterocyclalkyl;
- 7) C<sub>3</sub>-C<sub>10</sub> aryl;
- 30 8) C<sub>5</sub>-C<sub>10</sub> aralkyl;
- 9) carbonyl; or
- 10) -SO<sub>2</sub>R<sub>12</sub>, or -SOR<sub>12</sub>;

wherein R<sub>12</sub> is independently H, halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with at least one R<sub>13</sub>, C<sub>1</sub>-C<sub>4</sub> alkoxy optionally substituted with at least one R<sub>13</sub>,

C<sub>3</sub>-C<sub>8</sub> cycloalkyl optionally substituted with at least one R<sub>13</sub>, C<sub>2</sub>-C<sub>8</sub> heterocyclyl optionally substituted with at least one R<sub>13</sub>, C<sub>3</sub>-C<sub>10</sub> aryl optionally substituted with at least one R<sub>13</sub>, NH<sub>2</sub>, NHR<sub>13</sub>, NR<sub>13</sub>R<sub>13</sub>, or SO<sub>2</sub>R<sub>13</sub>, wherein R<sub>13</sub> is independently halo, cyano, nitro, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>3</sub>-C<sub>9</sub> aryl, C<sub>3</sub>-C<sub>8</sub> heterocyclalkyl, or NH<sub>2</sub>; optionally, 5 R<sub>3</sub> and R<sub>4</sub> are taken together to form a C<sub>4</sub>-C<sub>6</sub> heterocyclyl optionally substituted with R<sub>13</sub>, or aryl; and

R<sub>6</sub> is:

- 1) C<sub>1</sub>-C<sub>8</sub> alkyl;
- 2) C<sub>2</sub>-C<sub>8</sub> alkenyl;
- 10 3) C<sub>2</sub>-C<sub>8</sub> alkynyl;
- 4) C<sub>1</sub>-C<sub>8</sub> alkoxy;
- 5) C<sub>3</sub>-C<sub>10</sub> cycloalkyl or heterocyclyl;
- 6) C<sub>4</sub>-C<sub>10</sub> cycloalkylalkyl or heterocyclalkyl;
- 7) C<sub>4</sub>-C<sub>10</sub> aryl;
- 15 8) C<sub>5</sub>-C<sub>10</sub> aralkyl; or
- 9) NH<sub>2</sub>, NHR<sub>9</sub> or NR<sub>9</sub>R<sub>9</sub>,

wherein R<sub>9</sub> is independently hydroxyl, halo, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with at least one R<sub>14</sub>, C<sub>2</sub>-C<sub>6</sub> alkynyl optionally substituted with at least one R<sub>14</sub>, C<sub>1</sub>-C<sub>6</sub> alkoxy optionally substituted with at least one R<sub>14</sub>, C<sub>3</sub>-C<sub>10</sub> cycloalkyl 20 optionally substituted with at least one R<sub>14</sub>, C<sub>2</sub>-C<sub>8</sub> heterocyclyl optionally substituted with at least one R<sub>14</sub>, C<sub>4</sub>-C<sub>8</sub> cycloalkylalkyl optionally substituted with R<sub>14</sub>, heterocyclalkyl optionally substituted with R<sub>14</sub>, C<sub>4</sub>-C<sub>10</sub> aryl optionally substituted with at least one R<sub>14</sub>, C<sub>5</sub>-C<sub>10</sub> aralkyl optionally substituted with at least one R<sub>14</sub>, -NH<sub>2</sub>, -NHR<sub>14</sub>, -NR<sub>14</sub>R<sub>14</sub>, or -SO<sub>2</sub>-R<sub>14</sub>, wherein R<sub>14</sub> is independently halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>4</sub>-C<sub>9</sub> cycloalkyl, C<sub>4</sub>-C<sub>9</sub> heterocycloalkyl, C<sub>4</sub>-C<sub>10</sub> aryl, -SO<sub>2</sub>(C<sub>6</sub>-C<sub>10</sub> aryl), -NH<sub>2</sub>, -NH[(C<sub>1</sub>-C<sub>4</sub>) alkyl], -N[(C<sub>1</sub>-C<sub>4</sub>) alkyl]<sub>2</sub>, -NH(C<sub>5</sub>-C<sub>8</sub> heterocyclalkyl), -NH(C<sub>6</sub>-C<sub>8</sub> aryl), or -NH(C<sub>6</sub>-C<sub>8</sub> heterocyclyl). 25

30 2. The compounds according to claim 1, wherein Z is O or NH.

3. The compounds according to claim 1, wherein R<sub>1</sub>, R<sub>2</sub>, or R<sub>5</sub> is substituted with R<sub>7</sub>, wherein R<sub>7</sub> is independently hydroxyl, halo, C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with at least one R<sub>10</sub>, C<sub>1</sub>-C<sub>6</sub> alkoxy optionally substituted with at least one R<sub>10</sub>, C<sub>3</sub>-C<sub>8</sub> cycloalkyl

optionally substituted with at least one R<sub>10</sub>, C<sub>4</sub>-C<sub>8</sub> heterocycloalkyl optionally substituted with at least one R<sub>10</sub>, C<sub>3</sub>-C<sub>10</sub> aryl optionally substituted with at least one R<sub>10</sub>, NH<sub>2</sub>, NHR<sub>10</sub>, NR<sub>10</sub>R<sub>10</sub>, or SO<sub>2</sub>R<sub>10</sub>, wherein R<sub>10</sub> is independently halo, cyano, nitro, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, or NH<sub>2</sub>.

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4. The compounds according to claim 1, wherein R<sub>1</sub> and R<sub>2</sub> taken together form a ring structure including cycloalkyl, heterocyclyl or aryl rings.

5. The compound according to claim 1, wherein R<sub>3</sub> is substituted with R<sub>8</sub> wherein R<sub>8</sub> is independently halo, cyano, nitro, C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with at least one R<sub>11</sub>, C<sub>1</sub>-C<sub>4</sub> alkoxy optionally substituted with at least one R<sub>11</sub>, C<sub>3</sub>-C<sub>8</sub> cycloalkyl optionally substituted with at least one R<sub>11</sub>, C<sub>3</sub>-C<sub>8</sub> heterocyclyl optionally substituted with at least one R<sub>11</sub>, C<sub>6</sub>-C<sub>10</sub> aryl optionally substituted with at least one R<sub>11</sub>, C<sub>6</sub>-C<sub>10</sub> aralkyl optionally substituted with at least one R<sub>11</sub>, NH<sub>2</sub>, NHR<sub>11</sub>, NR<sub>11</sub>R<sub>11</sub>, or SO<sub>2</sub>R<sub>11</sub>, wherein R<sub>11</sub> is independently halo, cyano, nitro, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>3</sub>-C<sub>8</sub> aralkyl, C<sub>3</sub>-C<sub>8</sub> heterocyclyl, or NH<sub>2</sub>.

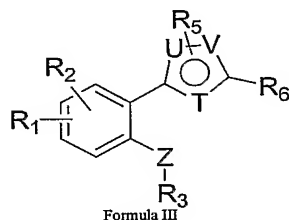
6. The compound according to claim 1, wherein R<sub>4</sub> is substituted with R<sub>12</sub> wherein R<sub>12</sub> is independently halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with at least one R<sub>13</sub>, C<sub>1</sub>-C<sub>4</sub> alkoxy optionally substituted with at least one R<sub>13</sub>, C<sub>3</sub>-C<sub>8</sub> cycloalkyl optionally substituted with at least one R<sub>13</sub>, C<sub>2</sub>-C<sub>8</sub> heterocyclyl optionally substituted with at least one R<sub>13</sub>, C<sub>3</sub>-C<sub>10</sub> aryl optionally substituted with at least one R<sub>13</sub>, NH<sub>2</sub>, NHR<sub>13</sub>, NR<sub>13</sub>R<sub>13</sub>, or SO<sub>2</sub>R<sub>13</sub>, wherein R<sub>13</sub> is independently halo, cyano, nitro, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>3</sub>-C<sub>9</sub> aryl, C<sub>3</sub>-C<sub>8</sub> heterocyclylalkyl, or NH<sub>2</sub>.

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7. The compound according to claim 1, wherein R<sub>6</sub> is substituted with R<sub>9</sub> wherein R<sub>9</sub> is independently hydroxyl, halo, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with at least one R<sub>14</sub>, C<sub>2</sub>-C<sub>6</sub> alkynyl optionally substituted with at least one R<sub>14</sub>, C<sub>1</sub>-C<sub>6</sub> alkoxy optionally substituted with at least one R<sub>14</sub>, C<sub>3</sub>-C<sub>10</sub> cycloalkyl optionally substituted with at least one R<sub>14</sub>, C<sub>2</sub>-C<sub>8</sub> heterocyclyl optionally substituted with at least one R<sub>14</sub>, C<sub>4</sub>-C<sub>8</sub> cycloalkylalkyl optionally substituted with R<sub>14</sub>, heterocyclylalkyl optionally substituted with R<sub>14</sub>, C<sub>4</sub>-C<sub>10</sub> aryl optionally substituted with at least one R<sub>14</sub>, C<sub>5</sub>-C<sub>10</sub> aralkyl optionally substituted with at least one R<sub>14</sub>, -NH<sub>2</sub>, -NHR<sub>14</sub>, -NR<sub>14</sub>R<sub>14</sub>, or -SO<sub>2</sub>-R<sub>14</sub>, wherein R<sub>14</sub> is independently halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>4</sub>-C<sub>9</sub> cycloalkyl, C<sub>4</sub>-C<sub>9</sub>

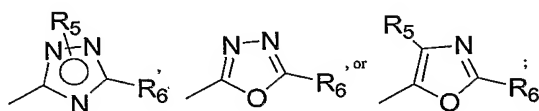
heterocycloalkyl, C<sub>4</sub>-C<sub>10</sub> aryl, -SO<sub>2</sub>(C<sub>6</sub>-C<sub>10</sub> aryl), -NH<sub>2</sub>, -NH[(C<sub>1</sub>-C<sub>4</sub>) alkyl], -N[(C<sub>1</sub>-C<sub>4</sub>) alkyl]<sub>2</sub>, -NH(C<sub>5</sub>-C<sub>8</sub> heterocyclylalkyl), -NH(C<sub>6</sub>-C<sub>8</sub> aryl), or -NH(C<sub>6</sub>-C<sub>8</sub> heterocyclyl).

8. A compound of Formula III:



5 wherein,

the ring formed by T, U, V is



Z is O, S, nitro, or NR<sub>4</sub>;

R<sub>1</sub>, R<sub>2</sub>, or R<sub>5</sub> each independently is:

- 10 1) hydrogen, hydroxyl, halo, nitro, or cyano;
- 2) C<sub>1</sub>-C<sub>8</sub> alkyl;
- 3) C<sub>2</sub>-C<sub>8</sub> alkenyl;
- 4) C<sub>2</sub>-C<sub>8</sub> alkynyl;
- 5) C<sub>1</sub>-C<sub>8</sub> alkoxy;
- 15 6) C<sub>3</sub>-C<sub>8</sub> cycloalkyl or heterocyclyl;
- 7) C<sub>4</sub>-C<sub>8</sub> cycloalkylalkyl or heterocyclylalkyl;
- 8) C<sub>3</sub>-C<sub>10</sub> aryl;
- 9) C<sub>5</sub>-C<sub>10</sub> aralkyl;
- 10) C<sub>6</sub>-C<sub>10</sub> aryloxy;
- 20 11) NH<sub>2</sub>, NHR<sub>7</sub>, or NR<sub>7</sub>R<sub>7</sub>; or
- 12) -SO<sub>2</sub>R<sub>7</sub>,

wherein R<sub>7</sub> is independently H, hydroxyl, halo, C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with at least one R<sub>10</sub>, C<sub>1</sub>-C<sub>6</sub> alkoxy optionally substituted with at least one R<sub>10</sub>, C<sub>3</sub>-C<sub>8</sub> cycloalkyl optionally substituted with at least one R<sub>10</sub>, C<sub>4</sub>-C<sub>8</sub> heterocycloalkyl optionally substituted with at least one R<sub>10</sub>, C<sub>3</sub>-C<sub>10</sub> aryl optionally substituted with at least one R<sub>10</sub>, NH<sub>2</sub>, NHR<sub>10</sub>, NR<sub>10</sub>R<sub>10</sub>, or SO<sub>2</sub>R<sub>10</sub>, wherein R<sub>10</sub> is independently halo, cyano, nitro, C<sub>1</sub>-C<sub>4</sub>

alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, or NH<sub>2</sub>; optionally, R<sub>1</sub> and R<sub>2</sub> taken together form a ring structure including cycloalkyl, heterocyclyl, or aryl ring;

R<sub>3</sub> is:

- 1) hydrogen;
- 5 2) C<sub>1</sub>-C<sub>8</sub> alkyl;
- 3) C<sub>2</sub>-C<sub>8</sub> alkenyl;
- 4) C<sub>2</sub>-C<sub>8</sub> alkynyl;
- 5) C<sub>1</sub>-C<sub>8</sub> alkoxy;
- 6) C<sub>3</sub>-C<sub>10</sub> cycloalkyl or heterocyclyl;
- 10 7) C<sub>4</sub>-C<sub>10</sub> cycloalkylalkyl or heterocyclalkyl;
- 8) C<sub>3</sub>-C<sub>10</sub> aryl;
- 9) C<sub>4</sub>-C<sub>10</sub> aralkyl;
- 10) carbonyl; or
- 11) -SO<sub>2</sub>R<sub>8</sub>, -CO<sub>2</sub>R<sub>8</sub>, -SR<sub>8</sub>, or -SOR<sub>8</sub>;

- 15 wherein R<sub>8</sub> is independently H, halo, cyano, nitro, C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with at least one R<sub>11</sub>, C<sub>1</sub>-C<sub>4</sub> alkoxy optionally substituted with at least one R<sub>11</sub>, C<sub>3</sub>-C<sub>8</sub> cycloalkyl optionally substituted with at least one R<sub>11</sub>, C<sub>3</sub>-C<sub>8</sub> heterocyclyl optionally substituted with at least one R<sub>11</sub>, C<sub>6</sub>-C<sub>10</sub> aryl optionally substituted with at least one R<sub>11</sub>, C<sub>6</sub>-C<sub>10</sub> aralkyl optionally substituted with at least one R<sub>11</sub>, NH<sub>2</sub>, NHR<sub>11</sub>,
- 20 NR<sub>11</sub>R<sub>11</sub>, or SO<sub>2</sub>R<sub>11</sub>, wherein R<sub>11</sub> is independently halo, cyano, nitro, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>3</sub>-C<sub>8</sub> aralkyl, C<sub>3</sub>-C<sub>8</sub> heterocyclyl, or NH<sub>2</sub>,

R<sub>4</sub> is:

- 1) hydrogen;
- 2) C<sub>1</sub>-C<sub>8</sub> alkyl;
- 25 3) C<sub>2</sub>-C<sub>8</sub> alkenyl;
- 4) C<sub>2</sub>-C<sub>8</sub> alkynyl;
- 5) C<sub>3</sub>-C<sub>8</sub> cycloalkyl or heterocyclyl;
- 6) C<sub>4</sub>-C<sub>8</sub> cycloalkylalkyl or heterocyclalkyl;
- 7) C<sub>3</sub>-C<sub>10</sub> aryl;
- 30 8) C<sub>5</sub>-C<sub>10</sub> aralkyl;
- 9) carbonyl; or
- 10) -SO<sub>2</sub>R<sub>12</sub>, or -SOR<sub>12</sub>;

wherein R<sub>12</sub> is independently H, halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with at least one R<sub>13</sub>, C<sub>1</sub>-C<sub>4</sub> alkoxy optionally substituted with at least one R<sub>13</sub>,

C<sub>3</sub>-C<sub>8</sub> cycloalkyl optionally substituted with at least one R<sub>13</sub>, C<sub>2</sub>-C<sub>8</sub> heterocyclyl optionally substituted with at least one R<sub>13</sub>, C<sub>3</sub>-C<sub>10</sub> aryl optionally substituted with at least one R<sub>13</sub>, NH<sub>2</sub>, NHR<sub>13</sub>, NR<sub>13</sub>R<sub>13</sub>, or SO<sub>2</sub>R<sub>13</sub>, wherein R<sub>13</sub> is independently halo, cyano, nitro, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>3</sub>-C<sub>9</sub> aryl, C<sub>3</sub>-C<sub>8</sub> heterocyclalkyl, or NH<sub>2</sub>; optionally,  
 5 R<sub>3</sub> and R<sub>4</sub> are taken together to form a C<sub>4</sub>-C<sub>6</sub> heterocyclyl optionally substituted with R<sub>13</sub>, or aryl; and

R<sub>6</sub> is:

- 1) C<sub>1</sub>-C<sub>8</sub> alkyl;
- 2) C<sub>2</sub>-C<sub>8</sub> alkenyl;
- 10 3) C<sub>2</sub>-C<sub>8</sub> alkynyl;
- 4) C<sub>1</sub>-C<sub>8</sub> alkoxy;
- 5) C<sub>3</sub>-C<sub>10</sub> cycloalkyl or heterocyclyl;
- 6) C<sub>4</sub>-C<sub>10</sub> cycloalkylalkyl or heterocyclalkyl;
- 7) C<sub>4</sub>-C<sub>10</sub> aryl;
- 15 8) C<sub>5</sub>-C<sub>10</sub> aralkyl; or
- 9) NH<sub>2</sub>, NHR<sub>9</sub> or NR<sub>9</sub>R<sub>9</sub>,

wherein R<sub>9</sub> is independently hydroxyl, halo, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with at least one R<sub>14</sub>, C<sub>2</sub>-C<sub>6</sub> alkynyl optionally substituted with at least one R<sub>14</sub>, C<sub>1</sub>-C<sub>6</sub> alkoxy optionally substituted with at least one R<sub>14</sub>, C<sub>3</sub>-C<sub>10</sub> cycloalkyl  
 20 optionally substituted with at least one R<sub>14</sub>, C<sub>2</sub>-C<sub>8</sub> heterocyclyl optionally substituted with at least one R<sub>14</sub>, C<sub>4</sub>-C<sub>8</sub> cycloalkylalkyl optionally substituted with R<sub>14</sub>, heterocyclalkyl optionally substituted with R<sub>14</sub>, C<sub>4</sub>-C<sub>10</sub> aryl optionally substituted with at least one R<sub>14</sub>, C<sub>5</sub>-C<sub>10</sub> aralkyl optionally substituted with at least one R<sub>14</sub>, -NH<sub>2</sub>, -NHR<sub>14</sub>, -NR<sub>14</sub>R<sub>14</sub>, or -SO<sub>2</sub>-R<sub>14</sub>, wherein R<sub>14</sub> is independently halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>4</sub>-  
 25 C<sub>9</sub> cycloalkyl, C<sub>4</sub>-C<sub>9</sub> heterocycloalkyl, C<sub>4</sub>-C<sub>10</sub> aryl, -SO<sub>2</sub>(C<sub>6</sub>-C<sub>10</sub> aryl), -NH<sub>2</sub>, -NH[(C<sub>1</sub>-C<sub>4</sub>) alkyl], -N[(C<sub>1</sub>-C<sub>4</sub>) alkyl]<sub>2</sub>, -NH(C<sub>5</sub>-C<sub>8</sub> heterocyclalkyl), -NH(C<sub>6</sub>-C<sub>8</sub> aryl), or -NH(C<sub>6</sub>-C<sub>8</sub> heterocyclyl).

9. The compound according to claim 8, wherein Z is O or NR<sub>4</sub>.  
 30

10. The compound according to claim 8, wherein R<sub>1</sub>, R<sub>2</sub>, or R<sub>5</sub> is substituted with R<sub>7</sub> wherein R<sub>7</sub> is independently hydroxyl, halo, C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with at least one R<sub>10</sub>, C<sub>1</sub>-C<sub>6</sub> alkoxy optionally substituted with at least one R<sub>10</sub>, C<sub>3</sub>-C<sub>8</sub> cycloalkyl optionally substituted with at least one R<sub>10</sub>, C<sub>4</sub>-C<sub>8</sub> heterocycloalkyl optionally substituted

with at least one  $R_{10}$ ,  $C_3$ - $C_{10}$  aryl optionally substituted with at least one  $R_{10}$ ,  $NH_2$ ,  $NHR_{10}$ ,  $NR_{10}R_{10}$ , or  $SO_2R_{10}$ , wherein  $R_{10}$  is independently halo, cyano, nitro,  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_4$  alkoxy, or  $NH_2$ .

5           11. The compound according to claim 8, wherein when taken together  $R_1$  and  $R_2$  form a ring structure including cycloalkyl, heterocyclyl, or aryl.

12. The compound according to claim 8, wherein  $R_3$  is substituted with  $R_8$  wherein  $R_8$  is independently halo, cyano, nitro,  $C_1$ - $C_4$  alkyl optionally substituted with at least one  $R_{11}$ ,  $C_1$ - $C_4$  alkoxy optionally substituted with at least one  $R_{11}$ ,  $C_3$ - $C_8$  cycloalkyl optionally substituted with at least one  $R_{11}$ ,  $C_3$ - $C_8$  heterocyclyl optionally substituted with at least one  $R_{11}$ ,  $C_6$ - $C_{10}$  aryl optionally substituted with at least one  $R_{11}$ ,  $C_6$ - $C_{10}$  aralkyl optionally substituted with at least one  $R_{11}$ ,  $NH_2$ ,  $NHR_{11}$ ,  $NR_{11}R_{11}$ , or  $SO_2R_{11}$ , wherein  $R_{11}$  is independently halo, cyano, nitro,  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_4$  alkoxy,  $C_6$ - $C_{10}$  aryl,  $C_3$ - $C_8$  aralkyl,  $C_3$ - $C_8$  heterocyclyl, or  $NH_2$ .

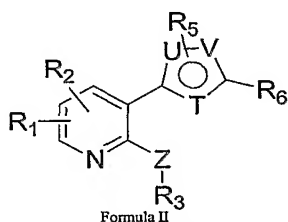
13. The compound according to claim 8, wherein  $R_4$  is substituted with  $R_{12}$  wherein  $R_{12}$  is independently halo, cyano, nitro,  $C_1$ - $C_6$  alkyl optionally substituted with at least one  $R_{13}$ ,  $C_1$ - $C_4$  alkoxy optionally substituted with at least one  $R_{13}$ ,  $C_3$ - $C_8$  cycloalkyl optionally substituted with at least one  $R_{13}$ ,  $C_2$ - $C_8$  heterocyclyl optionally substituted with at least one  $R_{13}$ ,  $C_3$ - $C_{10}$  aryl optionally substituted with at least one  $R_{13}$ ,  $NH_2$ ,  $NHR_{13}$ ,  $NR_{13}R_{13}$ , or  $SO_2R_{13}$ , wherein  $R_{13}$  is independently halo, cyano, nitro,  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_4$  alkoxy,  $C_3$ - $C_9$  aryl,  $C_3$ - $C_8$  heterocyclalkyl, or  $NH_2$ .

14. The compound according to claim 8, wherein  $R_6$  is substituted with  $R_9$  wherein  $R_9$  is independently hydroxyl, halo, nitro,  $C_1$ - $C_6$  alkyl optionally substituted with at least one  $R_{14}$ ,  $C_2$ - $C_6$  alkynyl optionally substituted with at least one  $R_{14}$ ,  $C_1$ - $C_6$  alkoxy optionally substituted with at least one  $R_{14}$ ,  $C_3$ - $C_{10}$  cycloalkyl optionally substituted with at least one  $R_{14}$ ,  $C_2$ - $C_8$  heterocyclyl optionally substituted with at least one  $R_{14}$ ,  $C_4$ - $C_8$  cycloalkylalkyl optionally substituted with  $R_{14}$ , heterocyclalkyl optionally substituted with  $R_{14}$ ,  $C_4$ - $C_{10}$  aryl optionally substituted with at least one  $R_{14}$ ,  $C_5$ - $C_{10}$  aralkyl optionally substituted with at least one  $R_{14}$ ,  $-NH_2$ ,  $-NHR_{14}$ ,  $-NR_{14}R_{14}$ , or  $-SO_2R_{14}$ , wherein  $R_{14}$  is independently halo, cyano, nitro,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$  alkoxy,  $C_4$ - $C_9$  cycloalkyl,  $C_4$ - $C_9$



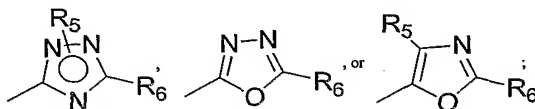
heterocycloalkyl, C<sub>4</sub>-C<sub>10</sub> aryl, -SO<sub>2</sub>(C<sub>6</sub>-C<sub>10</sub> aryl), -NH<sub>2</sub>, -NH[(C<sub>1</sub>-C<sub>4</sub>) alkyl], -N[(C<sub>1</sub>-C<sub>4</sub>) alkyl]<sub>2</sub>, -NH(C<sub>5</sub>-C<sub>8</sub> heterocyclalkyl), -NH(C<sub>6</sub>-C<sub>8</sub> aryl), or -NH(C<sub>6</sub>-C<sub>8</sub> heterocycl).

15. A method for treating cancer comprising administering a therapeutically effective amount of a compound of Formula II to a subject in need of such treatment, wherein the compound of Formula II has the formula:



or pharmaceutically acceptable salts, stereoisomers, hydrates or pro-drugs thereof, wherein,

the ring formed by T, U, V is



Z is O, S, nitro, or NR<sub>4</sub>;

R<sub>1</sub>, R<sub>2</sub>, or R<sub>5</sub> each independently is:

- 1) hydrogen, hydroxyl, halo, nitro, or cyano;
- 2) C<sub>1</sub>-C<sub>6</sub> alkyl;
- 3) C<sub>2</sub>-C<sub>6</sub> alkenyl;
- 4) C<sub>2</sub>-C<sub>6</sub> alkynyl;
- 5) C<sub>1</sub>-C<sub>6</sub> alkoxy;
- 6) C<sub>3</sub>-C<sub>8</sub> cycloalkyl or heterocycl;
- 7) C<sub>4</sub>-C<sub>8</sub> cycloalkylalkyl or heterocyclalkyl;
- 8) C<sub>4</sub>-C<sub>10</sub> aryl;
- 9) C<sub>5</sub>-C<sub>10</sub> aralkyl;
- 10) C<sub>6</sub>-C<sub>10</sub> aryloxy;
- 11) NH<sub>2</sub>, NHR<sub>7</sub>, or NR<sub>7</sub>R<sub>7</sub>; or
- 12) -SO<sub>2</sub>R<sub>7</sub>,

wherein R<sub>7</sub> is independently H, hydroxyl, halo, C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with at least one R<sub>10</sub>, C<sub>1</sub>-C<sub>4</sub> alkoxy optionally substituted with at least one R<sub>10</sub>, C<sub>3</sub>-C<sub>8</sub> cycloalkyl optionally substituted with at least one R<sub>10</sub>, C<sub>4</sub>-C<sub>8</sub> heterocycloalkyl optionally

substituted with at least one  $R_{10}$ ,  $C_6$ - $C_{10}$  aryl optionally substituted with at least one  $R_{10}$ ,  $NH_2$ ,  $NHR_{10}$ ,  $NR_{10}R_{10}$ , or  $SO_2R_{10}$ , wherein  $R_{10}$  is independently halo, cyano, nitro,  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_4$  alkoxy, or  $NH_2$ , wherein when taken together  $R_1$  and  $R_2$  form a ring structure including heterocyclyl or aryl rings;

5  $R_3$  is:

- 1) hydrogen;
- 2)  $C_1$ - $C_6$  alkyl;
- 3)  $C_2$ - $C_6$  alkenyl;
- 4)  $C_2$ - $C_6$  alkynyl;
- 10 5)  $C_1$ - $C_6$  alkoxy;
- 6)  $C_3$ - $C_{10}$  cycloalkyl or heterocyclyl;
- 7)  $C_4$ - $C_{10}$  cycloalkylalkyl or heterocyclalkyl;
- 8)  $C_4$ - $C_{10}$  aryl;
- 9)  $C_4$ - $C_{10}$  aralkyl;
- 15 10) carbonyl; or
- 11)  $-SO_2R_8$ ,  $-CO_2R_8$ ,  $-SR_8$ , or  $-SOR_8$ ;

wherein  $R_8$  is independently H, halo, cyano, nitro,  $C_1$ - $C_4$  alkyl optionally substituted with at least one  $R_{11}$ ,  $C_1$ - $C_4$  alkoxy optionally substituted with at least one  $R_{11}$ ,  $C_3$ - $C_8$  cycloalkyl optionally substituted with at least one  $R_{11}$ ,  $C_3$ - $C_8$  heterocyclyl optionally substituted with at least one  $R_{11}$ ,  $C_6$ - $C_{10}$  aryl optionally substituted with at least one  $R_{11}$ ,  $C_6$ - $C_{10}$  aralkyl optionally substituted with at least one  $R_{11}$ ,  $NH_2$ ,  $NHR_{11}$ ,  $NR_{11}R_{11}$ , or  $SO_2R_{11}$ , wherein  $R_{11}$  is independently halo, cyano, nitro,  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_4$  alkoxy,  $C_6$ - $C_{10}$  aryl,  $C_3$ - $C_8$  aralkyl,  $C_3$ - $C_8$  heterocyclyl, or  $NH_2$ ,

$R_4$  is:

- 25 1) hydrogen;
- 2)  $C_1$ - $C_6$  alkyl;
- 3)  $C_2$ - $C_6$  alkenyl;
- 4)  $C_2$ - $C_6$  alkynyl;
- 5)  $C_3$ - $C_8$  cycloalkyl or heterocyclyl;
- 30 6)  $C_4$ - $C_8$  cycloalkylalkyl or heterocyclalkyl;
- 7)  $C_4$ - $C_{10}$  aryl;
- 8)  $C_5$ - $C_{10}$  aralkyl;
- 9) carbonyl; or
- 10)  $-SO_2R_{12}$ , or  $-SOR_{12}$ ;

wherein  $R_{12}$  is independently H, halo, cyano, nitro,  $C_1$ - $C_6$  alkyl optionally substituted with at least one  $R_{13}$ ,  $C_1$ - $C_4$  alkoxy optionally substituted with at least one  $R_{13}$ ,  $C_3$ - $C_8$  cycloalkyl optionally substituted with at least one  $R_{13}$ ,  $C_2$ - $C_8$  heterocyclyl optionally substituted with at least one  $R_{13}$ ,  $C_6$ - $C_{10}$  aryl optionally substituted with at least one  $R_{13}$ ,  $NH_2$ ,  $NHR_{13}$ ,  $NR_{13}R_{13}$ , or  $SO_2R_{13}$ , wherein  $R_{13}$  is independently halo, cyano, nitro,  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_4$  alkoxy,  $C_3$ - $C_9$  aryl,  $C_3$ - $C_8$  heterocyclalkyl, or  $NH_2$ ; and

$R_6$  is:

- 1)  $C_1$ - $C_6$  alkyl;
- 2)  $C_2$ - $C_6$  alkenyl;
- 10 3)  $C_2$ - $C_6$  alkynyl;
- 4)  $C_1$ - $C_6$  alkoxy;
- 5)  $C_3$ - $C_8$  cycloalkyl or heterocyclyl;
- 6)  $C_4$ - $C_8$  cycloalkylalkyl or heterocyclalkyl;
- 7)  $C_4$ - $C_{10}$  aryl;
- 15 8)  $C_5$ - $C_{10}$  aralkyl; or
- 9)  $-NH_2$ ,  $-NHR_9$ , or  $-NR_9R_9$ ,

wherein  $R_9$  is independently hydroxyl, halo, nitro,  $C_1$ - $C_4$  alkyl optionally substituted with at least one  $R_{14}$ ,  $C_2$ - $C_4$  alkynyl optionally substituted with at least one  $R_{14}$ ,  $C_1$ - $C_4$  alkoxy optionally substituted with at least one  $R_{14}$ ,  $C_3$ - $C_8$  cycloalkyl optionally substituted with at least one  $R_{14}$ ,  $C_2$ - $C_8$  heterocyclyl optionally substituted with at least one  $R_{14}$ ,  $C_6$ - $C_{10}$  aryl optionally substituted with at least one  $R_{14}$ ,  $C_5$ - $C_{10}$  aralkyl optionally substituted with at least one  $R_{14}$ ,  $-NH_2$ ,  $-NHR_{14}$ ,  $-NR_{14}R_{14}$ , or  $-SO_2R_{14}$ , wherein  $R_{14}$  is independently halo, cyano, nitro,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$  alkoxy,  $C_4$ - $C_9$  cycloalkyl,  $C_6$ - $C_{10}$  aryl,  $C_4$ - $C_9$  heterocycloalkyl,  $-SO_2(C_6$ - $C_{10}$  aryl),  $NH_2$ ,  $-NH[(C_1$ - $C_4)$  alkyl],  $-N[(C_1$ - $C_4)$  alkyl]<sub>2</sub>,  $-NH(C_5$ - $C_9$  heterocyclalkyl),  $-NH(C_6$ - $C_8$  aryl), or  $-NH(C_6$ - $C_8$  heterocyclyl) or a pharmaceutically acceptable salt, hydrate or pro-drug thereof, in combination with a pharmaceutically acceptable carrier.

16. The method according to claim 15, wherein Z is O or NH.

17. The method according to claim 15, wherein  $R_1$ ,  $R_2$ , or  $R_5$  is substituted with  $R_7$  wherein  $R_7$  is independently hydroxyl, halo,  $C_1$ - $C_6$  alkyl optionally substituted with at least one  $R_{10}$ ,  $C_1$ - $C_6$  alkoxy optionally substituted with at least one  $R_{10}$ ,  $C_3$ - $C_8$  cycloalkyl optionally substituted with at least one  $R_{10}$ ,  $C_4$ - $C_8$  heterocycloalkyl optionally substituted

with at least one R<sub>10</sub>, C<sub>3</sub>-C<sub>10</sub> aryl optionally substituted with at least one R<sub>10</sub>, NH<sub>2</sub>, NHR<sub>10</sub>, NR<sub>10</sub>R<sub>10</sub>, or SO<sub>2</sub>R<sub>10</sub>, wherein R<sub>10</sub> is independently halo, cyano, nitro, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, or NH<sub>2</sub>.

5           18. The method according to claim 15, wherein R<sub>1</sub> and R<sub>2</sub> taken together form a ring structure including cycloalkyl, heterocyclyl, or aryl.

10           19. The method according to claim 15, wherein R<sub>3</sub> is substituted with R<sub>8</sub> wherein R<sub>8</sub> is independently halo, cyano, nitro, C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with at least one R<sub>11</sub>, C<sub>1</sub>-C<sub>4</sub> alkoxy optionally substituted with at least one R<sub>11</sub>, C<sub>3</sub>-C<sub>8</sub> cycloalkyl optionally substituted with at least one R<sub>11</sub>, C<sub>3</sub>-C<sub>8</sub> heterocyclyl optionally substituted with at least one R<sub>11</sub>, C<sub>6</sub>-C<sub>10</sub> aryl optionally substituted with at least one R<sub>11</sub>, C<sub>6</sub>-C<sub>10</sub> aralkyl optionally substituted with at least one R<sub>11</sub>, NH<sub>2</sub>, NHR<sub>11</sub>, NR<sub>11</sub>R<sub>11</sub>, or SO<sub>2</sub>R<sub>11</sub>, wherein R<sub>11</sub> is independently halo, cyano, nitro, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>3</sub>-C<sub>8</sub> aralkyl, C<sub>3</sub>-C<sub>8</sub> heterocyclyl, or NH<sub>2</sub>.

20           20. The method according to claim 15, wherein R<sub>4</sub> is substituted with R<sub>12</sub> wherein R<sub>12</sub> is independently halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with at least one R<sub>13</sub>, C<sub>1</sub>-C<sub>4</sub> alkoxy optionally substituted with at least one R<sub>13</sub>, C<sub>3</sub>-C<sub>8</sub> cycloalkyl optionally substituted with at least one R<sub>13</sub>, C<sub>2</sub>-C<sub>8</sub> heterocyclyl optionally substituted with at least one R<sub>13</sub>, C<sub>3</sub>-C<sub>10</sub> aryl optionally substituted with at least one R<sub>13</sub>, NH<sub>2</sub>, NHR<sub>13</sub>, NR<sub>13</sub>R<sub>13</sub>, or SO<sub>2</sub>R<sub>13</sub>, wherein R<sub>13</sub> is independently halo, cyano, nitro, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>3</sub>-C<sub>9</sub> aryl, C<sub>3</sub>-C<sub>8</sub> heterocyclalkyl, or NH<sub>2</sub>.

25           21. The method according to claim 15, wherein R<sub>6</sub> is substituted with R<sub>9</sub> wherein R<sub>9</sub> is independently hydroxyl, halo, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with at least one R<sub>14</sub>, C<sub>2</sub>-C<sub>6</sub> alkynyl optionally substituted with at least one R<sub>14</sub>, C<sub>1</sub>-C<sub>6</sub> alkoxy optionally substituted with at least one R<sub>14</sub>, C<sub>3</sub>-C<sub>10</sub> cycloalkyl optionally substituted with at least one R<sub>14</sub>, C<sub>2</sub>-C<sub>8</sub> heterocyclyl optionally substituted with at least one R<sub>14</sub>, C<sub>4</sub>-C<sub>8</sub> cycloalkylalkyl optionally substituted with R<sub>14</sub>, heterocyclalkyl optionally substituted with R<sub>14</sub>, C<sub>4</sub>-C<sub>10</sub> aryl optionally substituted with at least one R<sub>14</sub>, C<sub>5</sub>-C<sub>10</sub> aralkyl optionally substituted with at least one R<sub>14</sub>, -NH<sub>2</sub>, -NHR<sub>14</sub>, -NR<sub>14</sub>R<sub>14</sub>, or -SO<sub>2</sub>-R<sub>14</sub>, wherein R<sub>14</sub> is independently halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>4</sub>-C<sub>9</sub> cycloalkyl, C<sub>4</sub>-C<sub>9</sub>

heterocycloalkyl, C<sub>4</sub>-C<sub>10</sub> aryl, -SO<sub>2</sub>(C<sub>6</sub>-C<sub>10</sub> aryl), -NH<sub>2</sub>, -NH[(C<sub>1</sub>-C<sub>4</sub>) alkyl], -N[(C<sub>1</sub>-C<sub>4</sub>) alkyl]<sub>2</sub>, -NH(C<sub>5</sub>-C<sub>8</sub> heterocyclylalkyl), -NH(C<sub>6</sub>-C<sub>8</sub> aryl), or -NH(C<sub>6</sub>-C<sub>8</sub> heterocyclyl).

22. The method according to claim 15, wherein the dosage form is a tablet,  
5 caplet, troche, lozenge, dispersion, suspension, suppository, solution, capsule, or patch.

23. The method according to claim 15, wherein the compound is administered in  
about 0.001 mg/kg to about 100 mg/kg.

10 24. The method according to claim 15, wherein the compound is administered by  
oral administration.